

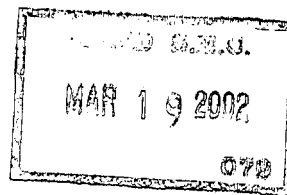
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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**



02026384

**FORM 6-K**



**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 of  
the Securities Exchange Act of 1934**

**For the month of February, 2002  
Commission File Number 1-8819**

**BT Group public limited company**

BT Centre  
81 Newgate Street  
London  
EC1A 7AJ  
England

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(Name of registrant and address of principal executive offices)

Enclosures: one company announcement made on February 21, 2002.

**- Notification of change in interests of director - Paul Reynolds**

**PROCESS**

**APR 08 2002**

**P THOMSON  
FINANCIAL**

*Bm*

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BT Group  
public limited company

Date: February 21, 2002

By:



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ALAN G SCOTT  
Authorized Representative

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

BT Group plc

2) Name of Director

Paul Reynolds

3) Please state whether notification indicates that it is in respect of holding of the shareholder name in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest.

Director in 2) above

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

n/a

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

n/a

6) Please state the nature of the transaction. For PEP transactions please indicated whether general/single co PEP and if discretionary/non discretionary

lapse of options under the BT Employee Sharesave scheme

7) Number of shares/amount of stock acquired:

n/a

8) Percentage of issued class

n/a

9) Number of shares/amount of stock disposed

n/a

10) Percentage of issued class

n/a

11) Class of security

Ordinary shares of 5p each

12) Price per share

n/a

13) Date of transaction

Options lapsed in January 2002

14) Date Company informed

February 2002

15) Total holding following this notification

- a. 34,051 ordinary shares - personal holding;
- b. 191,668 ordinary shares under BT Incentive Share Plan - contingent award;
- c. 39,445 shares under BT Deferred Bonus Plan;
- d. 45,675 shares under BT Executive Share Plan;
- e. Options over 4,555 shares over BT Group Employee Sharesave Scheme;
- f. Options over 1,483 shares under BT Employee Sharesave Scheme;
- g. 219 shares under the BT Employee Share Ownership Scheme;
- h. 47 shares under BT Group Share Investment Plan.

16) Total percentage holding of issued class following this notification

n/a

If a director has been granted options by the company please complete the following boxes

17) Date of grant

n/a

18) Period during which or date on which exercisable

n/a

19) Total amount paid (if any) for grant of the option

n/a

20) Description of shares or debentures involved: class, number

n/a

21) Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

n/a

22) Total number of shares or debentures over which options held following this notification

6,038 shares

23) Any additional information

The options lapsed by the above named Director were as follows:

- ◆ 178 options over BT shares at 843.60p per share under the BT Employee Sharesave 1999 offer;
- ◆ 516 options over BT shares at 727p per share under the BT Employee Sharesave 2000 offer.

The above named Director has technical interests, as at 21 February 2002 under Section 13 of the Companies Act as follows:

- ◆ A technical interest, together with all employees of BT Group plc in 46,695,836 Ordinary Shares held by the Trustee, The Royal Bank of Scotland Trust Company (Jersey) Limited to satisfy the exercise of options under the BT Employee Sharesave Scheme 1994;
- ◆ A technical interest, together with all employees of BT Group plc in 24,582,504 Ordinary Shares held by Ilford Trustees (Jersey) Limited in respect of contingent awards under executive share plans;
- ◆ A technical interest, together with all employees of BT Group plc in 73,069 Ordinary Shares held in the name of BT Employee Shares Trustees Limited.

24) Name of contact and telephone number for queries

Graeme Wheatley 020 7356 6372

25) Name of signature or authorised company official responsible for making this notification

Graeme Wheatley

Date of Notification: 21 February 2002

End